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EXHIBIT A
(Proposed Order)

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*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case No. 19-30088 (DM)

Chapter 11

(Lead Case) (Jointly Administered)

**[PROPOSED] ORDER PURSUANT TO
11 U.S.C. §§ 327(a) AND 328(a) AND
FED. R. BANKR. P. 2014(a) AND 2016
AMENDING THE SCOPE OF THE
RETENTION OF KPMG LLP AS
INFORMATION TECHNOLOGY, RISK,
AND LEGAL SUPPORT CONSULTANTS
TO THE DEBTORS EFFECTIVE *NUNC
PRO TUNC* TO APRIL 1, 2020**

1 Upon the Application, dated June 24, 2020 (the “**Third Supplemental Application**”),¹ of PG&E
2 Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and
3 debtors in possession (collectively, “**PG&E**” or the “**Debtors**”) in the above-captioned chapter 11 cases
4 (the “**Chapter 11 Cases**”), pursuant to section 327(a) and 328(a) of title 11 of the United States Code
5 (the “**Bankruptcy Code**”) and Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure
6 (the “**Bankruptcy Rules**”), for authority to amend the scope of the retention of KPMG LLP (“**KPMG**”)
7 as information technology, risk, and legal support consultants for the Debtors, approved by the Court in
8 an order entered June 12, 2019 [Docket No. 2503] (the “**Initial KPMG Retention Order**”), all as set
9 forth more fully in the Third Supplemental Application; and this Court having jurisdiction to consider
10 the Third Supplemental Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and
11 1334, and the *Order Referring Bankruptcy Cases and Proceedings to Bankruptcy Judges*, General
12 Order 24 and Rule 5011-1(a) of the Bankruptcy Local Rules for the United States District Court for the
13 Northern District of California (the “**Bankruptcy Local Rules**”); and consideration of the Third
14 Supplemental Application and the requested relief being a core proceeding pursuant to 28 U.S.C.
15 § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due
16 and proper notice of the Third Supplemental Application having been provided to the parties listed
17 therein, and it appearing that no other or further notice need be provided; and this Court having reviewed
18 the Third Supplemental Application, and it appearing that the relief requested in the Third Supplemental
19 Application is in the best interests of the Debtors, their estates, creditors, shareholders, and all parties in
20 interest; and that the legal and factual bases set forth in the Third Supplemental Application establish
21 just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor,

22 **IT IS HEREBY ORDERED THAT:**

- 23 1. The Third Supplemental Application is granted as provided herein.
- 24 2. The Initial KPMG Retention Order is amended to include the Third Supplemental MSA
25 Contracts.
- 26 3. Nothing in this Order shall be construed to bar any claims against KPMG arising out of
27 _____

28 ¹ Capitalized terms used but not otherwise herein defined shall have the meanings ascribed to such terms in the Third Supplemental Application.

1 or in connection with pre-petition services rendered to the Debtors on the basis of res judicata or any
2 other doctrine or theory, and any defenses to any such claims are hereby fully preserved.

3 4. During the pendency of the Chapter 11 Cases, this Court shall retain jurisdiction with
4 respect to any matters, claims, rights or disputes arising from or related to the implementation,
5 interpretation or enforcement of this Order.

6 ** END OF ORDER **
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